



U.S. Department
of Transportation
**Federal Aviation
Administration**

Great Lakes Region
Illinois, Indiana, Michigan,
Minnesota, North Dakota,
Ohio, South Dakota,
Wisconsin

2300 East Devon Avenue
Des Plaines, Illinois 60018

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Ms. Rosemarie S. Andolino
Commissioner,
City of Chicago, Department of Aviation,
10510 West Zemke Road
Chicago, IL 60666

Chicago O'Hare International Airport
Letter of Intent No. AGL-10-01
Amendment No. 2

I am pleased to inform you that, based on our discussions with the City of Chicago, we have approved under the Airport Improvement Program (AIP), as authorized by Title 49, United States Code, the second amendment to the Letter of Intent (LOI) for the Chicago O'Hare International Airport (AGL-10-01, dated April 21, 2010). Amendment No. 2 changes the federal participation amounts.¹ The LOI description is as follows:

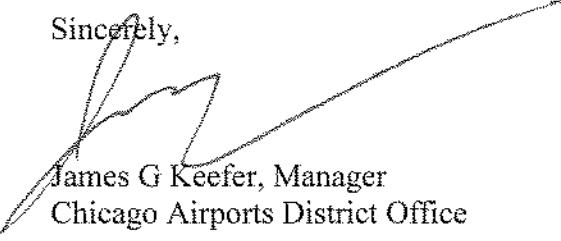
- | | | |
|--|----|--|
| O'Hare Modernization Program – Completion Phase | 2A | Includes: new (relocated) Runway 10R/28L; Taxiway 45 and Storm System 2A and 3A, Taxiway ZS, Taxiway WK and the Northwest Enabling Projects; Runway 9C-27C Northeast Package; Airport Transit System (OMP portion only) and all associated enabling projects, new and upgraded navigation aids, site utilities, new economy parking structure and relocation of existing facilities. |
| O'Hare Modernization Program – Completion Phase | 2B | Includes: new (relocated) Runway 9C/27C; extension of Runway 9R/27L; Taxiway LL; and all associated enabling projects, including taxiway improvements previously associated with the World Gateway Program, new and upgraded navigation aids, site utilities, and relocation of existing facilities. |

¹ Amendment No. 1 to LOI AGL-10-01 clarified the description of the projects covered by the LOI in Completion Phase 2A and 2B. Amendment No. 1 made no change to the funding amounts.

Amendment No. 2 to the LOI increases the federal participation by a total of \$155,000,000. The enclosed amendment describes the amended schedule of intention to reimburse the City of Chicago for allowable costs through FY 2026. Amendment No. 2 to the LOI also contains additional requirements that the City must meet before grants are issued under this LOI for the items noted under Completion Phase 2B of the revised description noted above.

We look forward to continuing our working relationship toward the successful completion of this major system capacity enhancement project. Our office will work closely with you to answer any questions that you may have and to administer the funding provisions of the LOI.

Sincerely,



James G Keefer, Manager
Chicago Airports District Office

Enclosure

AMENDMENT NUMBER 2
LETTER OF INTENT NUMBER AGL-10-01
Chicago O'Hare International Airport
Chicago, Illinois

Letter of Intent Number (LOI) AGL-10-01 of April 21, 2010, including amendment number 1, by which the Federal Aviation Administration ("FAA") announced its intention to obligate funds from future budget authority to reimburse the City of Chicago ("Sponsor") for the Federal share of allowable costs for the project described therein, is hereby amended. Amendment No. 2 to the LOI changes the federal participation amounts¹.

The LOI description is as follows:

| | | |
|------------------------------|----|--|
| O'Hare Modernization Program | 2A | Includes: new (relocated) Runway 10R/28L; Taxiway 45 and Storm System 2A and 3A, Taxiway ZS, Taxiway WK and the Northwest Enabling Projects; Runway 9C-27C Northeast Package; Airport Transit System (OMP portion only) and all associated enabling projects, new and upgraded navigation aids, site utilities, new economy parking structure and relocation of existing facilities. |
| – Completion Phase | | |
| O'Hare Modernization Program | 2B | Includes: new (relocated) Runway 9C/27C; extension of Runway 9R/27L; Taxiway LL; and all associated enabling projects, including taxiway improvements previously associated with the World Gateway Program, new and upgraded navigation aids, site utilities, and relocation of existing facilities. |
| – Completion Phase | | |

Amendment No. 2 to the LOI increases the federal participation by \$155,000,000. Letter of Intent Number AGL-10-01 is hereby revised to amend the maximum United States obligation. The additional United States obligation pursuant to this Letter of Intent for the Project described above shall be an amount not to exceed \$155,000,000. In addition, the LOI amounts are further limited to amounts shown on the schedule herein. Upon application by the Sponsor, the FAA shall issue grants from future budget authority, as funds become available, according to the following schedule:

¹ Amendment No. 1 to LOI AGL-10-01 clarified the description of the projects covered by the LOI in Completion Phase 2A and 2B. Amendment No. 1 made no change to the funding amounts.

| Fiscal Year | LOI Completion Phase - Additional Funding | |
|-------------|---|--------------|
| | 2A | 2B |
| 2011 | \$30,000,000 | - |
| 2012 | \$30,000,000 | - |
| 2013 | \$30,000,000 | - |
| 2014 | \$10,000,000 | - |
| 2015 | \$5,000,000 | - |
| 2016 | - | - |
| 2017 | - | - |
| 2018 | - | \$10,000,000 |
| 2019 | - | \$20,000,000 |
| 2020 | - | \$20,000,000 |
| 2021 | - | - |
| 2022 | - | - |
| 2023 | - | - |
| 2024 | - | - |
| 2025 | - | - |
| 2026 | - | - |
| Total: | \$105,000,000 | \$50,000,000 |

The announcement of this intention shall not be deemed an obligation of the United States Government under section 1501 of Title 31, United States Code, nor shall this Letter of Intent be deemed an administrative commitment for funding. This Letter of Intent shall be regarded as an intention to obligate funds from current and future budget authority. No obligation or administrative commitment may be made pursuant to this Letter of Intent except as funds are provided in authorization and appropriation acts. Further, no grant may be awarded under this Letter of Intent for the items identified in Completion Phase 2B noted above until the City provides the FAA evidence that it has a viable financing plan in place for Completion Phase 2B.

All other provisions set forth in Letter of Intent AGL-10-01 of April 21, 2010, including amendment number 1, continue to remain in force.

UNITED STATES OF AMERICA
FEDERAL AVIATION ADMINISTRATION

Manager, Chicago Airports District Office

APR 22 2010

Date